

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

Booz Allen Hamilton Holding
Corporation

Plaintiff,

v.

CIVIL ACTION NO.

Ramez Tannous Shehadi and Walid
Fayad

Defendants.

NOTICE OF REMOVAL

Pursuant to 28 U.S.C. § 1441 and 28 U.S.C. § 1446, Defendants Ramez Tannous Shehadi and Walid Fayad (“Defendants”) remove this case from the Fairfax County Circuit Court to the United States District Court for the Eastern District of Virginia, Alexandria Division. The grounds for removal are as follows:

1. Plaintiff Booz Allen Hamilton Holding Corporation (“Plaintiff”) commenced an action against Defendants in the Fairfax County Circuit Court, entitled *Booz Allen Hamilton Holding Corporation v. Ramez Tannous Shehadi and Walid Fayad*, Case No. 2019 05446, on April 17, 2019, by filing a Complaint alleging breach of contract (“State Court Action”). True and correct copies of the Complaint and Service of Process Certificates of Compliance from the Secretary of the Commonwealth of Virginia are attached as Exhibits A, B, and C to this Notice of Removal. Pursuant to 28 U.S.C. § 1446(a), these are all the documents that the Secretary of the Commonwealth of Virginia represents that it served on Defendants in the State Court Action.

2. On May 29, 2019, the Secretary of the Commonwealth of Virginia filed a Certificate of Compliance with the Clerk of Fairfax County Circuit Court, in an effort to effect service on the Defendants.

3. Plaintiff is a corporation incorporated under the laws of the State of Delaware. *See* Compl. ¶ 2, 9. Plaintiff's principal place of business is in Mclean, Virginia. *See* Compl. ¶ 2, 9.

4. Defendant Shehadi is neither a resident nor a citizen of the United States. *See* Compl. ¶ 10.

5. Defendant Fayad is neither a resident nor citizen of the United States. *See* Compl. ¶ 11.

6. The State Court Action is a suit of a wholly civil nature of which this Court has original jurisdiction pursuant to 28 U.S.C. § 1332(a)(2) in that this is an action between a U.S. citizen and a citizen of a foreign state, and the matter in controversy exceeds \$75,000.00, exclusive of interest and costs. *See* ¶ 7, 8 below. Thus, the State Court Action is removable to this Court pursuant to 28 U.S.C. § 1441.

7. In its Complaint, Plaintiff seeks the following relief:

(a) An award of compensatory damages equal to the amount of the Defendants' gains earned and/or accrued due to the exercise of awards due them under the parties' Second Amended and Restated Equity Incentive Plan of Booz Allen Hamilton Holding Corporation ("the Plan");

(b) Disgorgement and/or forfeiture of all amounts received by Defendants and all amounts they will receive from the sale of stock or shares awarded under the Plan;

(c) Plaintiff's attorneys' fees incurred and costs expended;

- (d) Pre- and post-judgment interest to the fullest extent permitted by law; and
- (e) Such other relief the Court deems appropriate.

8. The amounts Plaintiff contends Defendants owe it under the instant Complaint far exceed \$75,000.00. 28 U.S.C. § 1332(a)(2). *See* Compl. ¶ 142 (“... the total outstanding balance of \$1,186,154.97 remains due from Shehadi to Booz Allen in breach of his obligations under the Plan and the Awards granted to him thereunder.”); *Id.* at ¶143 (“... the total outstanding balance of \$920,736.26 remains due from Fayad to Booz Allen in breach of his obligations under the Plan and the Awards granted to him thereunder.”).

9. Pursuant to 28 U.S.C. § 1446(b)(1), Defendants are filing this Notice of Removal within thirty (30) days from the Secretary of the Commonwealth of Virginia’s filing of the Certificate of Compliance with the Clerk of the Fairfax County Circuit Court. *See* Va. Code Ann. § 8.01-329. The 30th day after the Clerk’s receipt is June 28, 2019.

10. Pursuant to 28 U.S.C. § 1446(d), a true and correct copy of this Notice of Removal will be promptly filed with the Fairfax County Circuit Court. Additionally, as reflected on the Certificate of Service, counsel for Defendants have mailed a true and correct copy of this Notice of Removal to counsel for Plaintiff.

11. Attached hereto and made a part hereof by reference are true copies of the following documents which the Secretary of the Commonwealth of Virginia has represented it served on Defendants and/or documents filed in the Fairfax County Circuit Court:

- (a) Exhibit A: Complaint filed in the Fairfax County Circuit Court on April 17, 2019, by Plaintiff;

(b) Exhibit B: Certificate of Compliance signed by the Secretary of the Commonwealth of Virginia and filed with the Fairfax County Circuit Court on May 29, 2019, in an effort to serve Defendant Shehadi;

(c) Exhibit C: Certificate of Compliance signed by the Secretary of the Commonwealth of Virginia and filed with the Fairfax County Circuit Court on May 29, 2019, in an effort to serve Defendant Fayad;

(d) Exhibit D: Notices of Special and Limited Appearance filed in the Fairfax County Circuit Court by counsel for Defendants;

(e) Exhibit E: Consent Motion for Extension of Time For Defendant Shehadi to Answer or Otherwise Respond to Plaintiff's Complaint and Agreed Orders for Defendant Shehadi and Defendant Fayad filed in the Fairfax County Circuit Court by counsel for Defendants;

(f) Exhibit F: Notice of Removal to the United States District Court filed by counsel for Defendants in the Fairfax County Circuit Court.

12. By filing the instant Notice of Removal, Defendants do not waive, and fully reserve, all defenses they may have, including but not limited to defenses of lack of personal jurisdiction, improper service, lack of subject matter jurisdiction, improper venue, and failure to state a claim upon which relief may be granted.

13. Defendants respectfully request that the United States District Court for the Eastern District of Virginia, Alexandria Division, accept this Notice of Removal and that it assume jurisdiction of this cause and issue such further orders and processes as may be necessary to bring before it all parties necessary.

WHEREFORE, Defendants pray that the Fairfax County Circuit Court proceed no further

with Case Number 2019 05446, and that the State Court Action be removed from the Fairfax County Circuit Court to the United States District Court for the Eastern District of Virginia, Alexandria Division.

Dated this 28th day of June 2019.

Respectfully submitted,

By: /s/ B. Patrice Clair

B. PATRICE CLAIR
Virginia Bar No. 80225
FORD & HARRISON LLP
1300 19th Street, N.W., Suite 420
Washington, DC 20036
Telephone: (202) 719-2000
Facsimile: (202) 719-2077
pclair@fordharrison.com

*Attorney for Defendants
Ramez Tannous Shehadi &
Walid Fayad*

CERTIFICATE OF SERVICE

I hereby certify that, on this 28th day of June 2019, I caused a true and accurate copy of the foregoing NOTICE OF REMOVAL to be served, via first class United States mail, postage prepaid, upon:

Benjamin S. Boyd
Richard Kelley
DLA PIPER LLP (US)
500 8th Street NW
Washington, D.C. 20004
Attorneys for Plaintiff

/s/ B. Patrice Clair

B. PATRICE CLAIR
Virginia Bar No. 80225
FORD & HARRISON LLP
1300 19th Street, N.W., Suite 420
Washington, DC 20036
Telephone: (202) 719-2000
Facsimile: (202) 719-2077
pclair@fordharrison.com

*Attorney for Defendants
Ramez Tannous Shehadi &
Walid Fayad*

WSACTIVELLP:10596467.1